

PREPARED BY & RETURN TO:
WATKINS LUDLAM WINTERS & STENNIS, P.A.
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BK 600 PG 22
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

RIGHT-OF-WAY EASEMENT

KNOW ALL MEN BY THESE PRESENTS, that we the undersigned, (whether one or more) James G. Robbins, Pres. Forest Hill Properties, Inc. (husband and wife) for a good and valuable consideration, the receipt whereof is hereby acknowledged, do hereby grant unto Northcentral Mississippi Electric Power Association a cooperative corporation (hereinafter called the "Cooperative") whose post office address is Byhalia, Mississippi, and to its successors or assigns, the right to enter upon the lands of the undersigned, situated in the County of Desoto, State of Mississippi, and more particularly described as follows:

a Right-of-way of ten (10) feet in width (five feet on either side) following the primary and secondary electric power lines, as installed; with the cost for any relocation of installed facilities to be paid by the developer; this right-of-way being in Township 2 South, Range 5 West, Section 8, Forest Hills Subdivision Lots 266-332 inclusive *see attached addendum

and to construct, reconstruct, rephase, repair, operate and maintain on the above described lands and or in or upon all streets, roads or highways abutting said lands, an electric transmission and or distribution line or system; to cut, trim and control the growth by chemical means, machinery or otherwise of trees and shrubbery that may interfere with or threaten to endanger the operation and maintenance of said line or system (including any control of the growth of other vegetation in the right-of-way which may incidentally and necessarily result from the means of control employed); and to license, per it, or otherwise agree to the joint use of occupancy of the line or system by any other person, association or corporation, for electrification or telephone purposes.

The undersigned agree that all poles, wires and other facilities including any main service entrance equipment, installed on the above-described lands at the Cooperative's expense shall remain the property of the Cooperative, removable at the option of the Cooperative, upon termination of service to or said lands.

The undersigned covenant that they are the owners of the above-described lands, (and that the said lands are free and clear of encumbrances and liens of whatsoever character except those held by the following persons:)

IN WITNESS WHEREOF, the undersigned have set their hands and seals this

20th day of December, 2004

Forest Hill Properties, Inc., Pres.
By [Signature] (L.S.)

Signed, sealed and delivered in the presence of:

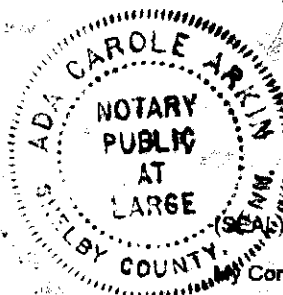
Susan V. Johnson

(WITNESSES' AFFIDAVIT)

Tennessee
STATE OF MISSISSIPPI
COUNTY OF SHELBY

Personally appeared before me, the undersigned authority in and for said County and State, Susan V. Johnson, whose signature appears subscribed to the foregoing instrument as a witness thereto, who first having been duly sworn according to law, states on his oath that he saw the said James G. Robbins, the President of Forest Hill Properties, Inc. grantor(s) in said instrument, sign and deliver said instrument on the day and year of its date to the grantee named therein, and that he did so in the presence of affiant and affiant signed the same as a witness thereto in the presence of said grantor and at his request.

[Signature] (Signature of Witness)
20th day of December, 2004
Ada Carole Arkin
Notary Public



My Commission Expires: 12-7-05

ADDENDUM

Lots 266-274, 279-281, 275-278, and 282-303, Forest Hill Community, Phase 6 as per plat recorded in Plat Book 90, Page 19, Chancery Clerk's Office, DeSoto County, Mississippi.

Lots 304-324, Forest Hill Community, Phase 7 as per plat recorded in Plat Book 96, Page 13, Chancery Clerk's Office, DeSoto County, Mississippi.

Lots 325-332, Forest Hill Community, Phase 8 as per plat recorded in Plat Book 96, Page 14, Chancery Clerk's Office, DeSoto County, Mississippi.

All situated in Section 8, Township 2 South, Range 5 West, DeSoto County, Mississippi.